

ORCE KENNETH W
Form 4
June 23, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ORCE KENNETH W

2. Issuer Name and Ticker or Trading Symbol
BURLINGTON RESOURCES INC
[BR]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
06/21/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

CAHILL GORDON &
REINDEL, EIGHTY PINE STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10005

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	06/21/2005		M			7,626	A	\$ 17.4181	26,876	D	
Common Stock	06/21/2005		S			252	D	\$ 55.9	26,624	D	
Common Stock	06/21/2005		S			5,000	D	\$ 55.82	21,624	D	
Common Stock	06/21/2005		S			2,374	D	\$ 55.88	19,250	D	
Common Stock	06/21/2005		M			7,626	A	\$ 17.1517	26,876	D	

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Common Stock	06/21/2005	S	26	D	\$ 55.88	26,850	D
Common Stock	06/21/2005	S	1,600	D	\$ 55.89	25,250	D
Common Stock	06/21/2005	S	1,000	D	\$ 55.91	24,250	D
Common Stock	06/21/2005	S	600	D	\$ 55.84	23,650	D
Common Stock	06/21/2005	S	4,200	D	\$ 55.85	19,450	D
Common Stock	06/21/2005	S	200	D	\$ 55.86	19,250 ⁽¹⁾	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 17.4181	06/21/2005		M	7,626	⁽²⁾ 05/10/2006	Common Stock	7,626
Stock Option (right to buy)	\$ 17.1517	06/21/2005		M	7,626	⁽³⁾ 05/09/2007	Common Stock	7,626

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

ORCE KENNETH W
CAHILL GORDON & REINDEL X
EIGHTY PINE STREET
NEW YORK, NY 10005

Signatures

Kenneth W. 06/23/2005
Orce

 **Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
Excludes 3,600 shares of Common Stock owned by trusts of which Mr. Orce's wife is trustee and their children are beneficiaries. The
(1) reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
(2) The option vested in two equal installments on May 9, 1997 and 1998.
(3) The option vested in two equal installments on May 9, 1998 and 1999.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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